

EXHIBIT 18

Form **990-PF**

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

OMB No. 1545-0042

2013Department of the Treasury
Internal Revenue Service

Do not enter Social Security numbers on this form as it may be made public.

Information about Form 990-PF and its separate instructions is at www.irs.gov/form990For calendar year **2013** or tax year beginning

and ending

Name of foundation

HUBERFELD FAMILY FOUNDATION INC

A Employer identification number

13-4042543

Number and street (or P.O. box number if mail is not delivered to street address)

152 WEST 57TH STREET

Room/suite

B Telephone number

212-571-0500

City or town, state or province, country, and ZIP or foreign postal code

NEW YORK, NY 10019C If exemption application is pending, check here ☐

D Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeD 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 95% test, check here and attach computation ☐

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationE If private foundation status was terminated under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year (from Part II, col. (c), line 15)

J Accounting method:

☒ Cash☐ Accrual☐ Other (specify)F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐6 **43288785.** (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	2400000.		N/A	
	2 Check <input type="checkbox"/> If the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	56643.	56643.		STATEMENT 1
	4 Dividends and interest from securities	1249885.	1249885.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	339785.			
	b Gross sales price for all assets on line 6a	1000000.			
	7 Capital gain net income (from Part IV, line 2)		339785.		
	8 Net short-term capital gain				
	9 Income modifications				
Operating and Administrative Expenses	10a Gross sales less returns and allowances				
	b Less: Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 Total. Add lines 1 through 11	4046313.	1646313.		
	13 Compensation of officers, directors, trustees, etc.	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	33579.	0.		0.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 4	32939.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	1648.	0.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	68166.	0.		0.
	25 Contributions, gifts, grants paid	3109731.			3109731.
	26 Total expenses and disbursements. Add lines 24 and 25	3177897.	0.		3109731.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	868416.			
	b Net investment income (if negative, enter -0-)		1646313.		
	c Adjusted net income (if negative, enter -0-)			N/A	

LHA For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2013)

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09020714 758338 40457

2013.04000 HUBERFELD FAMILY FOUNDATION 404571

HFF000218

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(a))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ Nob If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ Nob Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ Nob If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MURRAY HUBERFELD 15 MANOR LANE LAWRENCE, NY 11559	PRESIDENT/DIRECTOR	0.00	0.	0.
ALEXANDER HUBERFELD 15 MANOR LANE LAWRENCE, NY 11559	DIRECTOR	0.00	0.	0.
RACHEL HUBERFELD 15 MANOR LANE LAWRENCE, NY 11559	SECRETARY/TREAS/DIRECTOR	0.00	0.	0.
JESSICA BEREN 420 WEST END AVENUE NEW YORK, NY 10024	DIRECTOR	0.00	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

0

Form 990-PF (2013)

HUBERFELD FAMILY FOUNDATION INC

13-4042543

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
APPLE BANK	9162.	9162.	
BANK OF AMERICA	1977.	1977.	
CAPITAL ONE BANK	4230.	4230.	
DIME SAVINGS BANK	7349.	7349.	
ING DIRECT	4022.	4022.	
METROPOLITAN NATIONAL BANK	882.	882.	
PROVIDENT BANK	500.	500.	
SIGNATURE BANK	28521.	28521.	
TOTAL TO PART I, LINE 3	56643.	56643.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BARON ELBOGEN					
JUST	92000.	0.	92000.	92000.	
BAYBERRY CONSUMER					
FINANCE FUND LLC	987335.	0.	987335.	987335.	
GRIDE SOFTWARE	1121.	0.	1121.	1121.	
JMT HOLDING	12999.	0.	12999.	12999.	
KIMMEL & KIMMEL	19344.	0.	19344.	19344.	
LONGWOOD FINANCE					
FUND LLC	38741.	0.	38741.	38741.	
MANHATTAN YORK					
EQUITIES	9000.	0.	9000.	9000.	
MECHON LEHORRAH	5.	0.	5.	5.	
PLATINUM PARTNERS					
BLACK ELK	89340.	0.	89340.	89340.	
TO PART I, LINE 4	1249885.	0.	1249885.	1249885.	

HUBERFELD FAMILY FOUNDATION INC

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FORM 990-PF OTHER NOTES AND LOANS REPORTED SEPARATELY STATEMENT 6

BORROWER'S NAME			TERMS OF REPAYMENT	INTEREST RATE
MORTGAGES RECEIVABLE			VARIOUS	12.00%
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION
07/01/10	12/31/14	6210000.	REAL ESTATE MORTGAGES	0.

SECURITY PROVIDED BY BORROWER	PURPOSE OF LOAN
REAL ESTATE MORTGAGE	INVESTMENT

RELATIONSHIP OF BORROWER	BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN
NONE	1684867.	0.	1684867.

BORROWER'S NAME			TERMS OF REPAYMENT	INTEREST RATE
SAMUEL REICH				.00%
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION
06/29/11	12/31/11	4998.		0.

SECURITY PROVIDED BY BORROWER	PURPOSE OF LOAN
PERSONAL GUARANTY	

RELATIONSHIP OF BORROWER	BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN
NONE	4998.	0.	4998.

HUBERFELD FAMILY FOUNDATION INC

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BORROWER'S NAME			TERMS OF REPAYMENT	INTEREST RATE
TRISTATE PODIATRY PC			2222/MO	.00%
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION
01/07/08	12/31/14	20000.		0.
SECURITY PROVIDED BY BORROWER			PURPOSE OF LOAN	
PERSONAL GUARANTY			HELP NEEDY INDIVIDUAL	
RELATIONSHIP OF BORROWER			BALANCE DUE	DOUBTFUL ACCT ALLOWANCE
NONE			22361.	0.

BORROWER'S NAME			TERMS OF REPAYMENT	INTEREST RATE
D. REIS			LUMP SUM	.00%
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION
12/01/08	12/01/09	25000.		0.
SECURITY PROVIDED BY BORROWER			PURPOSE OF LOAN	
PERSONAL GUARANTY			ASSIST INDIVIDUAL IN NEED	
RELATIONSHIP OF BORROWER			BALANCE DUE	DOUBTFUL ACCT ALLOWANCE
NONE			25000.	0.

HUBERFELD FAMILY FOUNDATION INC

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BORROWER'S NAME			TERMS OF REPAYMENT	INTEREST RATE
AARON ELBOGEN IRREVOCABLE TRUST			\$2500000 09/11 & 1500000 03/13	7.00%
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION
09/08/09	09/14/14	1500000.		0.

SECURITY PROVIDED BY BORROWER	PURPOSE OF LOAN
INVESTMENTS IN TWO PARTNERSHIPS	INVESTMENT

RELATIONSHIP OF BORROWER	BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN
NONE	1000000.	0.	1000000.

BORROWER'S NAME			TERMS OF REPAYMENT	INTEREST RATE
BATES LOAN			LUMP SUM	12.00%
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION
/31/11	12/31/14	262500.		0.

SECURITY PROVIDED BY BORROWER	PURPOSE OF LOAN
GUARANTEES AND MORTGAGES	INVESTMENT

RELATIONSHIP OF BORROWER	BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN
	375035.	0.	375035.

HUBERFELD FAMILY FOUNDATION INC

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BORROWER'S NAME			TERMS OF REPAYMENT	INTEREST RATE
GRID SOFTWARE			LUMP SUM	.00%
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION
11/26/12	05/08/13	100000.		0.
SECURITY PROVIDED BY BORROWER			PURPOSE OF LOAN	
PERSONAL GUARANTIES			HELP COMPANY	
RELATIONSHIP OF BORROWER			BALANCE DUE	DOUBTFUL ACCT ALLOWANCE
NONE			0.	0.

BORROWER'S NAME			TERMS OF REPAYMENT	INTEREST RATE
MICHAEL SCHICK			LUMP SUM	.00%
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION
01/09/12	12/31/13	20000.		0.
SECURITY PROVIDED BY BORROWER			PURPOSE OF LOAN	
PERSONAL GUARANTIES			HELP NEEDY INDIVIDUAL	
RELATIONSHIP OF BORROWER			BALANCE DUE	DOUBTFUL ACCT ALLOWANCE
NONE			0.	0.

HUBERFELD FAMILY FOUNDATION INC

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BORROWER'S NAME			TERMS OF REPAYMENT	INTEREST RATE
AMERICAN FRIENDS OF YESHIVA MIR			LUMP SUM	.00%
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION
12/06/12	01/13/13	500000.		0.

SECURITY PROVIDED BY BORROWER	PURPOSE OF LOAN
NONE	ASSIST EDUCATIONAL INSTITUTION

RELATIONSHIP OF BORROWER	BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN
NONE	0.	0.	0.

BORROWER'S NAME			TERMS OF REPAYMENT	INTEREST RATE
H PEARLSTEIN			10000/MO	.00%
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION
08/09/12		135000.		0.

SECURITY PROVIDED BY BORROWER	PURPOSE OF LOAN
INSURANCE POLICY	

RELATIONSHIP OF BORROWER	BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN
NONE	75000.	0.	75000.

HUBERFELD FAMILY FOUNDATION INC

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BORROWER'S NAME			TERMS OF REPAYMENT	INTEREST RATE
HUBERFELD-BODNER FAMILY FOUNDATION			LUMP SUM	.00%
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION
06/17/13		1369730.		0.

SECURITY PROVIDED BY BORROWER	PURPOSE OF LOAN
	ASSIST LOANS MADE BY RELATED FOUNDATION

RELATIONSHIP OF BORROWER	BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN
RELATED FOUNDATION	882230.	0.	882230.

BORROWER'S NAME			TERMS OF REPAYMENT	INTEREST RATE
MANHATTANVILLE LANGER			LUMP SUM	12.00%
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION
1/13/13	12/31/14	1000000.		0.

SECURITY PROVIDED BY BORROWER	PURPOSE OF LOAN
	INVESTMENT

RELATIONSHIP OF BORROWER	BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN
NONE	1000000.	0.	1000000.

HUBERFELD FAMILY FOUNDATION INC

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BORROWER'S NAME			TERMS OF REPAYMENT	INTEREST RATE
FINSBURY TRUST				.00%
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION
10/21/13	10/21/14	50000.		0.

SECURITY PROVIDED BY BORROWER	PURPOSE OF LOAN
PERSONAL GUARANTIES	LOAN TO NEEDY INDIVIDUAL

RELATIONSHIP OF BORROWER	BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN
NONE	50000.	0.	50000.

BORROWER'S NAME			TERMS OF REPAYMENT	INTEREST RATE
A ORATZ			12000/MO	.00%
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION
05/06/13	03/02/14	300000.		0.

SECURITY PROVIDED BY BORROWER	PURPOSE OF LOAN
PERSONAL GUARANTIES	LOAN TO NEEDY INDIVIDUAL

RELATIONSHIP OF BORROWER	BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN
NONE	36000.	0.	36000.

HUBERFELD FAMILY FOUNDATION INC

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BORROWER'S NAME			TERMS OF REPAYMENT	INTEREST RATE
AARON ELBOGEN IRREVOCABLE TRUST			LUMP SUM	7.00%
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION
11/07/13	11/07/14	1000000.		0.
SECURITY PROVIDED BY BORROWER			PURPOSE OF LOAN	
PERSONAL GUARANTIES			INVESTMENT	

RELATIONSHIP OF BORROWER	BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN
NONE	1000000.	0.	1000000.

BORROWER'S NAME			TERMS OF REPAYMENT	INTEREST RATE
JMT HOLDINGS LLC			LUMP SUM	5.00%
DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION
08/21/13	04/14/14	630000.		0.

SECURITY PROVIDED BY BORROWER	PURPOSE OF LOAN
	INVESTMENT

RELATIONSHIP OF BORROWER	BALANCE DUE	DOUBTFUL ACCT ALLOWANCE	FMV OF LOAN
NONE	630000.	0.	630000.

TOTAL TO FORM 990-PF, PART II, LINE 7	6785491.	0.	6785491.
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FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
PLATINUM PARTNERS VALUE ARBITRAGE (INTERNATIONAL) LTD	2595299.	12408847.
TANAGER ENERGY	224456.	7214.
TINTIC GOLD MINES	58000.	725.
PLATINUM LIQUID OPPORTUNITY FUND LTD	1666792.	2186108.

HUBERFELD FAMILY FOUNDATION INC

13-4042543

17 GROUP INC

166666.

166666.

TOTAL TO FORM 990-PF, PART II, LINE 10B

4711213.

14769560.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BAYBERRY FUND LLC	COST	3772841.	3772841.
LONGWOOD FINANCE FUND LLC	COST	0.	0.
KLEIN INSURANCE POLICY	COST	617800.	617800.
PLATINUM PARTNERS BLACK ELK	COST	1000000.	1073920.
TOTAL TO FORM 990-PF, PART II, LINE 13		5390641.	5464561.

FORM 990-PF

OTHER LIABILITIES

STATEMENT 9

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
SUSPENSE	2660.	2660.
EXCISE TAX PAYABLE	0.	677.
TOTAL TO FORM 990-PF, PART II, LINE 22	2660.	3337.

FORM 990-PF

LIST OF SUBSTANTIAL CONTRIBUTORS
PART VII-A, LINE 10

STATEMENT 10

NAME OF CONTRIBUTOR

ADDRESS

MURRAY HUBERFELD

15 MANOR LANE
LAWRENCE, NY 11559